

CHICAGO AND



TRANSPORTATION COMPANY

RECORDATION NO. 10819-B Filed 1425

JOAN A. SCHRAMM  
J. S. EDWARDS  
FRANCES L. TURNER  
ASSISTANT SECRETARIES  
DIRECT DIAL NUMBER  
312/559-6165

February 25, 1982

FFB 26 1982 -9 85 AM

File No. A-11024

INTERSTATE COMMERCE COMMISSION

2-057A036

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. FEB 26 1982

Date

Fee \$ 10.00 *OK*

Dear Ms. Mergenovich:

ICC Washington, D. C.

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Release and Bill of Sale dated as of February 23, 1982, covering 345 cars and 5 locomotives as described on Schedule A included therein.

The names and addresses of the parties to the transaction are as follows:

1. Equipment Lease, dated as of September 1, 1979, between North Western Leasing Company, One North Western Center, Chicago, IL 60606, and this Company, One North Western Center, Chicago, IL 60606, assigned Recordation No. 10819
2. Security Agreement, dated as of September 1, 1979, between North Western Leasing Company, Debtor, One North Western Center, Chicago, Illinois 60606 and Continental Illinois National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago, Illinois 60693, as Agent, Secured Party, assigned Recordation No. 10819-A.

Enclosed is our check for \$10.00 to cover your recording fee. Keep one counterpart for your files and return the other counterparts each showing your recordation data.

This is a Final Release!

Sincerely,

J. S. Edwards  
Assistant Secretary

JSE/baf  
Encl.

cc: R. D. Smith  
M. H. Shumate  
R. F. Guenther, Attn: T. A. Valacak

Mr. Peter D. Horne  
Continental Illinois National Bank  
and Trust Company of Chicago

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

February 26, 1982

J. S. Edwards  
Chicago & NorthWestern Trnsp. Co.  
One North Western Center  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/26/82 at 9:35AM, and assigned re-recording number(s). 10819-B

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 10819-B  
Filed 1428RELEASE AND BILL OF SALE

FEB 26 1982 -9 55 AM

INTERSTATE COMMERCE COMMISSION

THIS RELEASE, dated Feb 23, 1982, is among CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (the "Railroad"), NORTH WESTERN LEASING COMPANY (the "Debtor") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent (the "Agent").

W I T N E S S E T H:

WHEREAS, pursuant to that certain credit agreement, dated as of September 1, 1979 (the "Agreement"), among the Debtor, the Agent and certain other banks party thereto (the "Banks"), the Debtor has incurred indebtedness to the Banks and the Agent and to secure repayment of such indebtedness the Debtor has executed and delivered the Security Agreement (as described herein) and the Railroad has executed and delivered the Equipment Lease (as described herein); and the Security Agreement and the Equipment Lease are herein sometimes collectively called the "Security Documents"; and

WHEREAS, the Agreement provides that the Railroad may apply to the Agent prior to the Conversion Date, as defined in the Agreement, for release of any or all units of the Equipment, as defined in the Agreement, representing value in excess of the value required under Section 5.2 of the Agreement to secure the unpaid principal amount of the Revolving Note, as defined in the Agreement, then outstanding; and

WHEREAS, the Agreement provides that the Agent shall release such units of the Equipment if the Majority Banks, as defined in the Agreement, shall have consented thereto; and

WHEREAS, as of the date hereof there exists no unpaid interest or principal amount of the Revolving Note outstanding and the Majority Banks, as defined in the Agreement, have consented to release all of the units of the Equipment, as described on Schedule A attached hereto (hereinafter referred to as "Released Equipment").

NOW, THEREFORE, the Agent, in consideration of the sum of ONE DOLLAR (\$1.00) to it in hand paid by the Debtor, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO NORTH WESTERN LEASING COMPANY the Released Equipment, TO HAVE AND TO HOLD the Released Equipment unto NORTH WESTERN LEASING COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Agreement and Security Documents.

In furtherance of the foregoing, the Debtor and/or the Railroad may file this Release and Bill of Sale with the Interstate Commerce Commission to effect the release of the Released Equipment from the Security Documents described below.

Security  
Documents

ICC Recordation  
Information

Security Agreement, dated as of September 1, 1979 (the "Security Agreement"), between the Debtor and the Secured Party

Recordation No. 10819-A

Equipment Lease, dated as of September 1, 1979 (the "Equipment Lease"), between the Railroad and the Debtor

Recordation No. 10819

The Agent does hereby covenant that it has not done anything whereby the Released Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Released Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Agent or arising out of any act, obligation or liability on its part. The Agent hereby authorizes removal from the released Equipment of any and all ownership plates and other markings of the Agent.

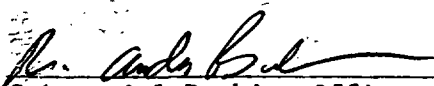
IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, acting in accordance with the terms and conditions of the aforementioned Agreement has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Commercial Banking Officers, this 23 day of Feb 1982. W

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO

By

  
Vice President

ATTEST:

  
Commercial Banking Officer

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

I, Eileen Hudson, a Notary Public  
duly commissioned and qualified in and for the County and State  
aforesaid and residing therein DO HEREBY CERTIFY that Andrew Bullock  
and Peter D. Horne to me personally known and known to me to  
be, respectively, a Commercial Banking Officer and  
a Vice President of CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF CHICAGO and the identical persons whose  
names are subscribed to the foregoing instrument appeared before me  
this day in person, and being first duly sworn by me, severally  
acknowledged to me that they are, respectively, a Commercial Banking Officer  
and a Vice President of said corporation; that as such officers  
they signed, sealed and delivered said instrument in behalf of said  
corporation by authority and order of its Board of Directors as the  
free and voluntary act and deed of said corporation, and as their  
own free and voluntary act; that they know the seal of said corporation;  
that the seal affixed to said instrument is the seal of said corporation;  
and that said corporation executed said instrument for the uses and  
purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal as such Notary Public, at Chicago, Ill this  
day of 25 Feb A.D., 1982.

Eileen Hudson  
Notary Public

DEBTOR: NORTH WESTERN LEASING COMPANY

SECURED PARTY: CONTINENTAL ILLINOIS NATIONAL BANK, AS  
AGENT UNDER A SECURITY AGREEMENT DATED  
AS OF SEPTEMBER 1, 1979 BETWEEN THE  
DEBTOR AND THE SECURED PARTY

SCHEDULE A

<u>Description</u>	<u>Quantity</u>	<u>Debtor Identifying Number</u>
Gondolas-		
Covered Steel Coil	24	CNW 39520
		CNW 39521
		CNW 39523
		CNW 39524
		CNW 39525
		CNW 39526
		CNW 39527
		CNW 39528
		CNW 39529
		CNW 39530
		CNW 39531
		CNW 39532
		CNW 39533
		CNW 39534
		CNW 39535
		CNW 39536
		CNW 39537
		CNW 39538
		CNW 39539
		CNW 39540
		CNW 39541
		CNW 39542
		CNW 39543
		CNW 39544

<u>Description</u>	<u>Quantity</u>	<u>Debtor Identifying Number</u>
Covered Gondolas	28	CNW 89016 CNW 89017 CNW 89018 CNW 89019 CNW 89020 CNW 89021 CNW 89022 CNW 89023 CNW 89024 CNW 89025 CNW 89026 CNW 89027 CNW 89028 CNW 89029 CNW 89030 CNW 89031 CNW 89032 CNW 89033 CNW 89035 CNW 89036 CNW 89037 CNW 89038 CNW 89039 CNW 89040 CNW 89041 CNW 89042 CNW 89043 CNW 89044
60' Box Car	1	CNW 91496

<u>Description</u>	<u>Quantity</u>	<u>Debtor Identifying Number</u>
Covered Hoppers	56	CNW 96683
		CNW 96686
		CNW 96687
		CNW 96688
		CNW 96690
		CNW 96691
		CNW 96692
		CNW 96694
		CNW 96695
		CNW 96696
		CNW 96697
		CNW 96698
		CNW 96699
		CNW 96700
		CNW 96701
		CNW 96702
		CNW 96703
		CNW 96704
		CNW 96706
		CNW 96707
		CNW 96709
		CNW 96710
		CNW 96711
		CNW 96712
		CNW 96713
		CNW 96714
		CNW 96715
		CNW 96717
		CNW 96719
		CNW 96720
		CNW 96721
		CNW 96722
		CNW 96723
		CNW 96724
		CNW 96725
		CNW 96727
		CNW 96728
		CNW 96731
		CNW 96732
		CNW 96733
		CNW 96734
		CNW 96735
		CNW 96736
		CNW 96737
		CNW 96738
		CNW 96739
		CNW 96740
		CNW 96741
		CNW 96742



<u>Description</u>	<u>Quantity</u>	<u>Debtor Identifying Number</u>
		CNW 96743
		CNW 96744
		CNW 96745
		CNW 96746
		CNW 96747
		CNW 96748
		CNW 96749
65' Gondolas	107	CNW 132487
		CNW 132488
		CNW 132489
		CNW 132490
		CNW 132491
		CNW 132492
		CNW 132494
		CNW 132495
		CNW 132498
		CNW 132499
		CNW 132500
		CNW 132502
		CNW 132504
		CNW 132505
		CNW 132506
		CNW 132507
		CNW 132508
		CNW 132509
		CNW 132510
		CNW 132511
		CNW 132512
		CNW 132513
		CNW 132516
		CNW 132517
		CNW 132518
		CNW 132519
		CNW 132520
		CNW 132522
		CNW 132523
		CNW 132525
		CNW 132526
		CNW 132527
		CNW 132529

Description

Quantity

Debtor  
Identifying Number

CNW 132530  
CNW 132531  
CNW 132532  
CNW 132534  
CNW 132536  
CNW 132537  
CNW 132538  
CNW 132539  
CNW 132540  
CNW 132541  
CNW 132542  
CNW 132543  
CNW 132544  
CNW 132545  
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CNW 132568  
CNW 132570  
CNW 132571  
CNW 132573  
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CNW 132576  
CNW 132577  
CNW 132578  
CNW 132579  
CNW 132581  
CNW 132582  
CNW 132583  
CNW 132584

<u>Description</u>	<u>Quantity</u>	<u>Debtor Identifying Number</u>
		CNW 132585
		CNW 132586
		CNW 132587
		CNW 132588
		CNW 132589
		CNW 132590
		CNW 132592
		CNW 132593
		CNW 132594
		CNW 132595
		CNW 132597
		CNW 132598
		CNW 132599
		CNW 133002
		CNW 133003
		CNW 133005
		CNW 133009
		CNW 133014
		CNW 133015
		CNW 133021
		CNW 133022
		CNW 133029
		CNW 133037
		CNW 133044
		CNW 133047
		CNW 133049
		CNW 133050
		CNW 134023
50' Box Cars	129	CNW 150050
		CNW 150051
		CNW 150052
		CNW 150053
		CNW 150055
		CNW 150056
		CNW 150057
		CNW 150059
		CNW 150060
		CNW 150061
		CNW 150062
		CNW 150063
		CNW 150064

Description

Quantity

Debtor  
Identifying Number

CNW 150065  
CNW 150066  
CNW 150067  
CNW 150068  
CNW 150069  
CNW 150070  
CNW 150071  
CNW 150072  
CNW 150073  
CNW 150074  
CNW 150076  
CNW 150077  
CNW 150078  
CNW 150079  
CNW 150080  
CNW 150082  
CNW 150083  
CNW 150084  
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CNW 151051  
CNW 151052  
CNW 151054  
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CNW 151057  
CNW 151058  
CNW 151059  
CNW 151060  
CNW 151061  
CNW 151062  
CNW 151063  
CNW 151064

Description

Quantity

Debtor  
Identifying Number

CNW 151065  
CNW 151067  
CNW 151068  
CNW 151069  
CNW 151070  
CNW 151071  
CNW 151072  
CNW 151074  
CNW 151075  
CNW 151076  
CNW 151077  
CNW 151078  
CNW 151079  
CNW 151080  
CNW 151081  
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CNW 152068  
CNW 152069  
CNW 152070  
CNW 152071  
CNW 152072

<u>Description</u>	<u>Quantity</u>	<u>Debtor Identifying Number</u>
		CNW 152073
		CNW 152074
		CNW 152076
		CNW 152077
		CNW 152078
		CNW 152079
		CNW 152080
		CNW 152081
		CNW 152082
		CNW 152083
		CNW 152086
		CNW 152087
		CNW 152088
		CNW 152089
		CNW 152090
		CNW 152091
		CNW 152092
		CNW 152093
		CNW 152095
		CNW 152097
		CNW 152098
		CNW 152099
 Locomotive, EMD Model SD-40 3000 H.P.	 1	 CNW 893
 Locomotives, Alco 2500 H.P.	 4	 CNW 401 CNW 402 CNW 403 CNW 404